



Louisiana Housing Corporation

The following resolution was offered by Board Vice-Chairman Malcolm Young, Jr. and seconded by Board Member Larry Ferdinand:

RESOLUTION

A resolution accepting the parameter term proposal for the purchase of not exceeding Thirty-Nine Million Dollars (\$39,000,000) of Louisiana Housing Corporation Single Family Mortgage Revenue Refunding Bonds (Taxable) in one or more series or subseries; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; approving the form and directing the execution of the Bond Purchase Agreement for said Refunding Bonds; and providing for other matters in connection with the foregoing.

WHEREAS, the Board of Directors (the **"Board"**) of the Louisiana Housing Corporation (the **"Corporation"**) on June 10, 2015, adopted a resolution approving and authorizing the issuance of not exceeding Thirty-Nine Million Dollars (\$39,000,000) of Louisiana Housing Corporation Single Family Mortgage Revenue Refunding Bonds (Taxable) in one or more series or subseries (the **"Refunding Bonds"**) to refund all or a portion of the Outstanding Prior Bonds and to deliver the Refunding Bonds pursuant to the terms of a Series Supplemental Trust Indenture; and

WHEREAS, the Corporation did meet on July 8, 2015, at 11:00 a.m., Louisiana time, for the purpose of receiving and considering the proposal of Raymond James, JPMorgan Securities, LLC and George K. Baum & Company as purchasers (the **"Underwriters"**) and taking action with respect to the parameter sale of not exceeding Fifteen Million Dollars (\$15,000,000) of the Refunding Bonds pursuant thereto;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Louisiana Housing Corporation, acting as the governing authority of said Corporation, that:

SECTION 1. The parameter written terms submitted this day by the Underwriters for the purchase of bonds designated "Louisiana Housing Corporation Single Family Mortgage Revenue Refunding Bonds, Series 2015 (Taxable)" in the aggregate principal amount of not exceeding par amount of Thirty-Nine Million Dollars (\$39,000,000), in one or more sub-series at an interest rate not exceeding 8% per annum, and for a maturity not exceeding 30 years, authorized under and pursuant to the provisions of a Thirty-fourth (34th) Series Supplemental Trust Indenture to (the **"34th**

Series Supplemental”) to the Indenture of Trust dated as of May 1, 1998 (the “**Master Indenture**”, together with the 34th Series Supplemental, the “**Indenture**”), by and between Whitney Bank, a state banking corporation, as trustee (the “**Trustee**”), and the Corporation be, and the same are hereby awarded to the Underwriters in accordance with the terms of the Bond Purchase Agreement referred to in Section 3 hereof. The sale and delivery of the Refunding Bonds are further conditioned upon approval by and compliance with any and all approvals and/or certifications required by the Louisiana Attorney General. The sale of the Refunding Bonds in accordance with said Bond Purchase Agreement is hereby authorized and approved. The Chairman, Vice Chairman, Interim Executive Director and/or Secretary of this Board are hereby authorized and directed for, on behalf of and in the name of the Corporation, to execute, deliver and approve such instruments, documents and certificates as may be required or necessary, convenient or appropriate to the financing described herein. The aforesaid officers are additionally authorized to approve any changes in the aforementioned documents provided such changes are in accordance with Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended (the “**Act**”) and Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the “**Refunding Act**”) and with the approval of Counsel to the Corporation or Bond Counsel.

By virtue of the Corporation’s application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission’s approval resolved and set forth herein, the Corporation resolves that it understands and agrees that such approvals are expressly conditioned upon, and the Corporation further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the “State Bond Commission Policy on Approval of Proposed Swaps, or other forms or Derivative Products Hedges, Etc.”, adopted by the Commission on July 20, 2006, as to borrowings and other matters subject to approvals, including subsequent application and approval under said Policy of the implementation or use of any swaps or other products or enhancements covered thereby.

SECTION 2. Whitney Bank, a state banking corporation, shall be designated as Trustee and Paying Agent with respect to the Refunding Bonds.

SECTION 3. In order to accomplish the sale of the Refunding Bonds in accordance with the terms of this resolution, either the Chairperson, Vice-Chairperson and/or Secretary, be and they are hereby authorized and directed to execute and deliver, for and on behalf of the Corporation, the Bond Purchase Agreement in substantially the form thereof which is now before this Corporation and filed with the Secretary of this Board of Directors.

SECTION 4. The Refunding Bonds will be dated, will be in the denominations and will have all the terms set forth in the Indenture and the Bond Purchase Agreement. The Refunding Bonds shall be secured by the Trust Estate as defined in the Indenture, inclusive of mortgage-backed securities transferred ("**Transferred Securities**") from indentures of prior bonds which are being refunded by the Refunding Bonds and shall be subject to redemption in accordance with the Indenture.

SECTION 5. The Costs of Issuance schedule attached hereto as **Exhibit "A"** is approved.

SECTION 6. The contents of the Official Statement with respect to the Refunding Bonds, copies of the form of which have been placed on file with the Corporation, are hereby approved substantially in such form.

SECTION 7. The Chairperson, Vice-Chairperson and/or Secretary, be and they are hereby approved, authorized and directed to execute and deliver or cause to be executed and delivered all documents required to be executed on behalf of the Corporation and delivered to effect delivery of the Refunding Bonds to the Purchaser or deemed by any of them necessary or advisable to implement this resolution, the Indenture or the Bond Purchase Agreement, or to facilitate the sale of the Refunding Bonds.

SECTION 8. The Chairperson, Vice-Chairperson, Appointing Authority, and/or Secretary of the Corporation shall cause to be executed for and on behalf of the Corporation the

aforementioned Refunding Bonds in accordance with the Indenture, and shall effect the delivery thereof to the Purchaser in accordance with the Bond Purchase Agreement. The Secretary of the Corporation shall receive from the Purchaser for the account of the Corporation the purchase price of the Refunding Bonds and shall deposit the same with the Trustee under the Indenture in accordance with the provisions thereof.

SECTION 9. This resolution shall take effect immediately.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: Malcolm H. Foster, Malcolm Young, Jr., Michael L. Airhart, Larry Ferdinand, Ellen M. Lee, Matthew P. Ritchie, Willie Spears, Guy T. Williams, Jr.

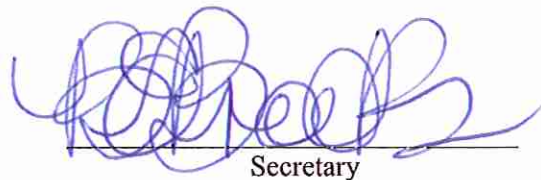
ABSTAIN: None.

NAYS: None.

ABSENT: Dr. Daryl V. Burckel, John N. Kennedy.

And the resolution was declared adopted on this, the 8th day of July 2015.


Chairman


Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the “Corporation”), do hereby certify that the foregoing four (4) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on March 13, 2013, entitled: “A resolution accepting the parameter term proposal for the purchase of not exceeding Thirty-Nine Million Dollars (\$39,000,000) of Louisiana Housing Corporation Single Family Mortgage Revenue Refunding Bonds (Taxable) in one or more series or subseries; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; approving the form and directing the execution of the Bond Purchase Agreement for said Refunding Bonds; and providing for other matters in connection with the foregoing.”

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Corporation on this, the 8th day of June 2015.


Secretary

(SEAL)

EXHIBIT "A"

COSTS OF ISSUANCE

\$ 39,000,000

Louisiana Housing Corporation

Single Family Mortgage Revenue Refunding Bonds

Series 2015A (Federally Taxable)

Estimated Cost of Issuance, Prepared 5/29/2015

Costs of Issuance			
		(USD)	(USD/Bond)
Par Amount		\$ 39,000,000.00	not to exceed amount
Cost of Issuance			
Takedown - Raymond James (books), JPM & GKB	\$ 5,000 60% Max Desi / 10% Min	\$ 195,000.00	\$ 5.000
Management Fee - Raymond James, JPM & GKB	1.250 50%-25%-25% split	48,750.00	1.250
Underwriters' Expenses ⁽¹⁾	as incurred	44,702.40	1.146
Gross Underwriter's Spread		288,452.40	7.396
Other Estimated Cost of Issuance ⁽¹⁾		218,586.26	5.604
Total Cost of Issuance		\$ 607,010.66	13.000
(1) Underwriter's Expenses - Detail			
Underwriters' Counsel Fee - Breazeale Saché	\$	30,000.00	0.769
Underwriters' Counsel Expenses - Breazeale Saché		2,000.00	0.051
Underwriters' Counsel Blue Sky Memo - Breazeale Saché		3,000.00	0.077
Dalnet/II-DEAL Book Running		2,410.20	0.062
Dalnet/II-DEAL Electronic Order Entry Charge		585.00	0.015
Dalnet/II-DEAL Wire Charges		135.00	0.003
DTC		800.00	0.021
CUSIP		772.20	0.020
Travel, FedEx, Other		5,000.00	0.128
Total Expenses	\$	44,702.40	1.146
(2) Other Estimated Cost of Issuance - Detail			
Co-Bond Counsel Fee - Foley & Jude	\$ 29,120.63	\$ 0.747	
Co-Bond Counsel Expenses - Foley & Jude	3,000.00	0.077	
Co-Bond Counsel Fee - Jones Walker	29,120.63	0.747	
Co-Bond Counsel Expenses - Jones Walker	3,000.00	0.077	
Financial Advisor - Government Consultants	78,000.00	2.000	
Trustee Acceptance Fee and 1st Monthly Fee - Whitney Bank	4,500.00	0.115	
Trustee's Counsel - Gregory A. Pietsch & Assoc.	5,000.00	0.128	
State Bond Commission	19,325.00	0.496	
Rating Agency - Moody's	35,000.00	0.897	
Printing - Imaginaster	5,000.00	0.128	
Verification Agent - TBD	2,500.00	0.064	
LHC Publishing, Advertising and Recording Expenses	2,500.00	0.064	
LHC Misc. Expenses	2,500.00	0.064	
Total Other Estimated Cost of Issuance	\$	218,586.26	5.604

SCHEDULE I

OUTSTANDING PRIOR BONDS

2002A	\$1,285,000
2004A	\$2,170,000
2004B	\$1,625,000
2004C	\$2,655,000
2005A	\$3,375,000
2006A	\$10,490,000
2006B	\$5,220,000
2006C	\$9,785,000